

Wu Bor-Tay
Form 4
May 04, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wu Bor-Tay

(Last) (First) (Middle)
GSI TECHNOLOGY, INC., 6F-1,
NO. 30, TAI-YUAN STREET
(Street)

CHU PEI CITY, F5 30288

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GSI TECHNOLOGY INC [GSIT]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Taiwan Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/02/2018 | | M | | 10,000 | A | \$ 4.3 | 922,500 | I | Self as Co-Trustee for Yau Revocable Trust |
| Common Stock | 05/02/2018 | | S ⁽¹⁾ | | 10,000 | D | \$ 7.5789 | 912,500 | I | Self as Co-Trustee for Yau Revocable Trust |
| Common Stock | 05/03/2018 | | M | | 4,590 | A | \$ 4.3 | 917,090 | I | Self as Co-Trustee |

| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|----------------------------|---------|---|---|
| Common Stock | 05/03/2018 | | S ⁽¹⁾ | 4,590 | D | \$ 7.2681 <u>(3)</u> | 912,500 | I | for Yau Revocable Trust Self as Co-Trustee for Yau Revocable Trust |
|--------------|------------|--|------------------|-------|---|----------------------------|---------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 4.3 | 05/02/2018 | | M | 10,000 | 01/13/2012 | 05/12/2018 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 4.3 | 05/03/2018 | | M | 4,590 | 01/13/2012 | 05/12/2018 | Common Stock | 4,590 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wu Bor-Tay GSI TECHNOLOGY, INC. 6F-1, NO. 30, TAI-YUAN STREET CHU PEI CITY, F5 30288 | | | VP, Taiwan Operations | |

Signatures

/s/ Douglas Schirle,
Attorney-in-Fact

05/04/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 21, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.53

(2) to \$7.60, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.25

(3) to \$7.30, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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